ANNUAL REPORT AND ACCOUNTS 2026

COMPANY INFORMATION

Directors	A Periyakaruppan V Venkataraman
Secretary	Abhijit Mukhopadhyay
Company number	06481690
Registered office	Unit B Denby Way, Hellaby Rotherham South Yorkshire S66 8HR
Auditor	Lubbock Fine LLP Chartered Accountants & Statutory Auditors Paternoster House 65 St Paul's Churchyard London EC4M 8AB

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FOR THE YEAR ENDED 31 MARCH 2026

The directors present the strategic report for the year ended 31 March 2026.

Fair review of the business

Optare PLC ("Optare") is the investment arm of Ashok Leyland for investments in production and service of electric buses in India and Europe through its subsidiaries in UK, India and Spain.

Optare through its subsidiaries (togther "the Group") has aftermarket service centres in Rotherham and Thurrock within the UK, production facilities for manufacture and sale of electric buses and light commercial vehicles in India, an Engineering centre in Chennai (India) and also operates buses on a GCC (Gross Cost Contract) basis.

The business was strategically managed with a focus on profitability and cash flow as the primary KPIs, ensuring priority focused cost reductions and maintaining strong liquidity for agile decision-making and growth pursuits.

Optare's vision, mission which are carried out through its subsidiaries across the globe are as follows:

Our vision

Be a global technology leader providing zero emission commercial mobility products and solutions that create outstanding value for all our stakeholders

Our mission

To enrich lives through green mobility through four key principles.

Ensuring zero impact on the environment.

- Going further than just zero tail-pipe emissions, ensuring carbon neutrality throughout the group's operations and supply chain.
- Delivering sustainable practices such as 2nd life battery partnerships.

Empowering our people to be agile, innovative, and responsible.

- Training our employees.
- Developing the next generation of talent via our apprentice scheme.
- Recruiting the best talent from a range of industries.

Intelligently using our technology and data.

- Digital native approach to fleet solutions with all EVs embedded with proprietary telematics platform.
- Best in class battery packs and battery management systems increase efficiency.
- 2TB of data used each day to feed digital solutions and enable optimised solutions.

Delivering lowest lifecycle cost products and solutions.

- Leverage our relationship with Ashok Leyland to deliver economies of scale.
- Light weighting, vehicle optimisation and modular platforms.
- Deliver quality products and reduce warranty costs.
- Unique MaaS offering eBus and eLCV focused ecosystems.

Combining these four principles will ultimately enable us to achieve our vision of democratising zero carbon mobility.

Performance highlights

Switch India

- Sold 1,080 electric buses during FY26, strengthening its leadership position in the Indian eBus market.
- Nearly doubled revenue to 1,807 crore in FY26 and achieved PAT profitability, marking a significant financial milestone for the company.

Switch UK

- Committed to meeting its current and continuing obligations and is providing aftermarket and service support from its two other facilities in Rotherham and Thurrock for the current vehicle parcel and continue to grow the aftermarket services business.

New product developments

Switch India continues to strengthen its product portfolio across the electric bus and electric light commercial vehicle segments through focused investments in product development and innovation. During FY26, Switch continued the commercialisation and market expansion of its existing platforms, including the Switch EiV12 Std & the EiV12 Low Floor City Bus, Switch IeV3, and Switch IeV4, which cater to a wide range of public transportation, logistics, municipal, and fleet applications across domestic and international markets. Building on these platforms, Switch India developed application-specific variants for the eLCV segment, and a specialised tarmac bus variant for airport operations. Switch India is also progressing the development of the Switch EiV9 platform to address emerging public transport requirements and is working on additional variants of the IeV3 and IeV4 platforms to expand its presence across diverse customer applications and use cases. Through these initiatives, Switch India remains focused on delivering technologically advanced, sustainable, and customer-centric mobility solutions.

S.172 Companies Act 2006

As required by Section 172 (1) of the Companies Act 2006, the directors of the group must act in the way they consider, in good faith, would be most likely to promote success of the group for its members as a whole, and in doing so have regard (amongst other matters) to:

- the likely consequences of any decision in the long term.
- the interests of the group's employees.
- the need to foster the group's business relationships with suppliers, customers, and others.
- the impact of the group's operations on the community and the environment
- the desirability of the group maintaining a reputation for high standards of business conduct: and
- the need to act fairly as between members of the group.

During the year, the directors meet regularly to review medium- and long-term Strategy as well as scheduled Board presentations and reports including updated on operational matters, financial performance, and Health & Safety updates. The directors believe that the following issues are relevant in complying with Section 172 (1) of the Companies Act 2006.

The likely consequences of any decision in the long run
The Directors understand the business and the evolving and challenging conditions of the markets in which the business operates, as a Board we have always taken decisions for the long term, our aims are always to uphold the highest standard of conduct and act fairly. This is reflected in our strategy and business principles.

The interests of the group's employees
The company encourages the involvement of its employees through regular communication, consultation, and information. Switch Mobility senior management works closely with Unite the Union which represents its' members in Production, and we have employee representative forum, which is chaired by a director on rotation, for our office-based staff. The CEO has held communication sessions with all staff to ensure they are kept informed of company performance and are engaged in the workings of the business.

The need to foster the group's business relationships with suppliers, customers and others
We understand that our business can only grow and prosper over the long-term if we understand and respect the views and needs of our customers, colleagues, and the communities in which we operate, as well as our suppliers, the environment, and the shareholders to whom we are accountable. The directors ensure that the group engages at multiple levels with the customer to ensure that their needs are understood and met, and information received from them is incorporated into strategic decision making. The directors ensure that suppliers are able to meet the group's quality, service and environmental standards and are aligned with the group's business ethics and corporate social responsibility requirements.

The impact of the group's operations on the community and the environment
The Directors recognise their responsibility to ensure that the impact of the business operations on local communities is positive and promote employment opportunities locally.

The group's environmental policy is to meet the statutory requirements placed upon it and to apply good environmental practice in its operations. The group will continue to reduce its greenhouse gas emissions through the implementation of the next phase of its environmental action plan.

The desirability of the group maintaining a reputation for high standards of business conduct
It is critical that the group maintains the highest standards of business conduct in order to retain existing contracts and customers whilst being able to compete for new tenders and business opportunities. This also enables long-term mutually beneficial relationships with suppliers. The Directors regularly review and approve the anti-fraud and bribery policies, modern slavery statements amongst other things to ensure that high standards are maintained within the group's businesses and business relationships with third parties.

The need to act fairly as between members of the group
The directors will continue to engage with all stakeholders throughout 2026/27 to ensure success is delivered for the members of the group.

Development

Global electric commercial vehicle momentum remained strong through FY26, supported by declining battery costs, expanding charging infrastructure, improving total cost of ownership and increasing policy support across markets. Electrification continued to gain momentum across commercial mobility applications, including electric buses, light commercial vehicles and trucks.

India continued to witness increasing adoption of electric commercial vehicles, with the eBus and eLCV segments gaining momentum. Growing customer focus on total cost of ownership, supportive policy measures, improving charging infrastructure and increasing product availability are supporting the transition towards electric commercial mobility.

In the eBus segment, the 9 metre platform will widen Switch's addressable market and open up new tender opportunities. The eLCV portfolio is being broadened through new variant launches spanning urban logistics, last mile delivery, municipal services and regional cargo transport. Across both segments, Switch continues to add new models as part of its move towards a full coverage portfolio addressing a broad range of customer applications across India and international markets.

Looking ahead, Switch India will continue expanding its footprint across India, the GCC and African markets with modular, efficient and regionally adapted electric commercial vehicle solutions, supported by its engineering capabilities and manufacturing bases across India and the UAE.

Financial performance

The financial results for the year show a profit of £657k compared to a profit of £217k in the previous period.
The key highlights for the period end are:

- Recharge of expenses for the period were £500k (2025: £6,335k).
- Operating loss of £11k over the twelve-month period as against £365k profit in the year 2025.
- Profit after tax was £657k (2025: £217k).

Key risks and mitigating activities

We have a robust management system in place to monitor and assess the company risks.

The board of directors and members of the steering committee are responsible for reviewing the group's internal financial controls and risk management systems and processes to limit the exposure to the below key risks.

The key risks that might materially affect the financial performance of the group are:

Changes in legislation

Legislative changes may require investment in new product developments or adaptations which will incur cost. Design changes are regularly made to address legislative changes well ahead of their legal introduction

Change in Policy

There has been no change in government in India and UK.

Pricing, Credit and Fund constraints

The price is determined by the market and competition. We identify the areas of cost reduction and try to make our product more competitive. We sell the products to customers on agreed credit terms. Cash flow is monitored closely within the company and reported on a regular basis internally and to the group. Credit lines are in place to ensure short and midterm liquidity. The company has been adequately supported by the parent company in the past in meeting its liquidity needs.

Market transition to EV does not occur as quickly as expected

The Group operates in a market which is reliant on continued growth. There is also an increasing number of competitors entering the market, whose actions may affect the level of turnover of the group. Market demand, whilst underpinned by strong long-term drivers, may fluctuate over the short to medium term but has shown high growth trajectory in India, UK, and Europe.

In India, the increase in adoption is dependent on factors like setting up of charging Infrastructure, and favorable policies and regulations. The increase in the number of charging stations will support EV adoption and alleviate range anxiety. The climate change is in favour of EV adoption. Favourable policies like incentivizing the private sector to adopt EVs and outright purchases and subsidies will increase adoption.

Supply chain

The Group is currently dependent upon key suppliers to ensure continuity of production. Interruption of such supply may have a detrimental effect on the group's revenue stream and resultant operating results. Common sourcing strategies are devised with Ashok Leyland Limited to reduce the dependency on any one supplier. The War in Ukraine and current inflation in the supply chain also poses risks to supply continuity and costs, impacting on margins. The group's common sourcing with Ashok Leyland helps to minimise this risk.

Reputational and Customer relationships

The Group continues to trade with a number of customers, the future business of which cannot be guaranteed beyond the terms and conditions of existing contracts as referred to by separate disclosure. Challenges in previous quality also provide reputational risks in the UK. Significant effort is put into maintaining and developing Switch's long-term reputation with both existing customers and new customers.

Introduction and production of new technologies

The introduction and start-up of production of new technologies, such as EV technology, carries a technical and execution risk. The Group continually works with major global suppliers to evaluate new technological developments and how best to improve designs, introduce them into products and incorporate them into assembly production.

On behalf of the board.

Mr V Venkataraman (NED)
Director

Date: 4th September 2026

The directors present their report and the audited financial statements of Optare PLC for the year ended 31 March 2026. Optare Plc is a public company limited by shares, incorporated and domiciled in the United Kingdom.

Principal activities

The principal activity of the Company is to promote and manage companies involved in cleaner public transport.

Business review and future developments

During the year ended 31 March 2026, the Company operated in a market characterised by continued demand for cleaner public transport, evolving regulatory expectations and supply chain pressures affecting the wider automotive and manufacturing sectors. The directors consider that the Company remains positioned to benefit from the transition to zero-emission public transport in the United Kingdom, India and selected export markets.

The directors will continue to review opportunities to improve operational efficiency, strengthen product reliability, develop strategic partnerships and support customers through whole-life vehicle service offerings. Future performance will depend on order intake, availability of components, production efficiency, funding for public transport operators and the company's ability to respond to technological and regulatory change.

Results and dividends

The results for the year are set out in the statement of comprehensive income and related notes to the financial statements. The directors do not recommend the payment of a final dividend for the year ended 31 March 2026. No interim dividends were paid during the year.

Directors

The directors who served during the year and up to the date of approval of this report were as follows:

Periyakaruppan Alagusundaram (appointed 21 May 2026)
Venkatesan Venkataraman
Gopal Mahadevan (resigned 27 May 2026)

In accordance with the Company's articles of association and applicable law, directors retire and may offer themselves for reappointment where required.

Directors' Indemnities and Insurance

The company has maintained qualifying third-party indemnity provisions for the benefit of its directors during the year and at the date of this report, to the extent permitted by law. Directors' and officers' liability insurance was also maintained during the year.

Political Donations and Expenditure

The company made no political donations and incurred no political expenditure during the year.

Research and development activities

The Company continued to invest in technology, engineering and product development activities focused on electric vehicle platforms, battery integration, vehicle efficiency, reliability, safety and customer support. The directors regard research and development as important to the company's long-term competitiveness and its ability to respond to changes in regulation, customer requirements and market demand

Financial Risk Management

The Company's operations expose it to financial risks including liquidity risk, credit risk, interest rate risk and foreign exchange risk. The directors monitor these risks through regular review of cash flow forecasts, customer credit exposure, supplier commitments and financing arrangements. The Company does not enter into speculative financial instruments.

Energy and Carbon Reporting

Information on greenhouse gas emissions, energy consumption and energy efficiency disclosures are not provided as the consumption is under 40,000 kWh of energy per annum.

Employees

The Company does not have any employees.

Stakeholder Engagement and Section 172 Matters

The directors have had regard to the matters set out in section 172 of the Companies Act 2006 when making decisions for the long-term success of the Company. In doing so, the directors considered the interests of employees, customers, suppliers, shareholders, creditors and the wider community, as well as the Company's impact on the environment and the need to maintain high standards of business conduct.

Engagement with stakeholders takes place through customer discussions, supplier reviews, employee communications, shareholder reporting and interactions with public transport authorities and industry participants. The directors consider stakeholder feedback when assessing commercial opportunities, operational priorities, product development and risk management.

Corporate Governance

As an unlisted public company, Optare Plc is not required to comply with the UK Corporate Governance Code applicable to premium listed companies. Nevertheless, the directors seek to maintain governance arrangements that are appropriate to the company's size, ownership structure, activities and stakeholder responsibilities.
Matters reserved for the board include strategy, approval of budgets and financial statements, significant capital expenditure, financing arrangements and major commercial commitments

Going concern

The directors have reviewed the company's forecasts, available facilities, expected trading performance and principal risks for a period of at least twelve months from the date of approval of the financial statements.

The Company has obtained a legally binding letter of support from its parent company, Ashok Leyland Limited, who are a public limited company incorporated and domiciled in India. This letter confirms that, if necessary, Ashok Leyland Limited will source or provide additional funding, if required, to allow the company to meet all contractual and legal obligations and covenant requirements if needed, including any intercompany receivable balances due, for the period up to and including 30 September 2027. The directors have assessed the ability and intention of the parent company to provide funding if required and consider this satisfactory.

On the basis of this review and assuming continued support from stakeholders where required, the directors consider it appropriate to prepare the financial statements on a going concern basis.

Post Balance Sheet Events

There have been no significant events affecting the company since 31 March 2026 that require disclosure in this report.

Existence of branches outside UK

The Group's activities in overseas jurisdictions are carried out through subsidiary companies, and as such the Company itself has no overseas branches.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

Each person who was a director at the date of approval of this report confirms that, so far as they are aware, there is no relevant audit information of which the company's auditor is unaware. Each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditors

During the year, the former auditors BDO LLP expressed their inability to continue as auditors of the Company and resigned as auditors of the Company subsequent to the restructuring of operations in UK. Pursuant to this, Lubbock Fine LLP were appointed as the auditors of the Company at the board meeting held on 17 November 2025. Lubbock Fine LLP will continue in office in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

Mr V Venkataraman (NED)
Director

Date: 4th September 2026

Opinion

We have audited the financial statements of Optare PLC (the 'Company') for the year ended 31 March 2026, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2026 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' Report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and;
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or.
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and noncompliance with laws and regulations, we considered the following:

- Enquiries of management, including obtaining and reviewing supporting documentation, concerning the Company's policies and procedures relating to:

    · Identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
    · detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
    · the internal controls established to mitigate risks related to fraud or non-compliance of laws and regulations; and

- Discussions among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud. The engagement team includes audit staff who have experience of working with companies in similar sectors and this experience relevant to the discussion about where fraud risks might arise.

We also obtained an understanding of the legal and regulatory framework that the Company operates in, focusing on provisions of those laws and regulations that had direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included those of the UK Companies Act and Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. These included health and safety regulations, employment law and environmental regulations.

As a result of these procedures, we considered the particular areas that were susceptible to misstatement due to fraud were in respect of revenue recognition, management override and valuation of investments.

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reviewing revenue recognition on a sample basis for all revenue streams;
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the rationale of any significant transactions that are unusual or outside the normal course of the Company's operations;
- reviewing management's impairment review in relation to valuation of investment in subsidiaries to assess and conclude if any impairment charge is required.
- reviewing transactions and balances for evidence of related party transactions and verifying appropriate disclosure in the financial statements.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Stephanie Turner (Senior Statutory Auditor)
for and on behalf of
Lubbock Fine LLP
Chartered Accountants & Statutory Auditors
Paternoster House
65 St Paul's Churchyard
London
EC4M 8AB
Date: 4th September 2026

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2026

	Notes	2026 £'000	2025 £'000
Administrative expenses		(855)	(2,032)
Exceptional administrative expenses	9	344	(3,938)
Recovery of expenses		500	6,335
Operating (loss)/profit		(11)	365
Interest income		677	-
Finance costs		(9)	(148)
Profit before tax		657	217
Tax on profit	8	-	-
Profit for the financial year		657	217

There were no recognised gains and losses for 2026 or 2025 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2026 (2025:£NIL).

The notes on pages 11 to 18 form part of these financial statements.

	Notes		2026 £'000		2025 £'000
Non-current assets					
Tangible assets	**10**		535		637
Investments	**11**		253,075		191,459
			253,610		192,096
Current assets					
Receivables: amounts falling due after more than one year	**12**	-		200	
Receivables: amounts falling due within one year	**12**	9,987		13,159	
Cash at bank and in hand	**13**	13,433		45,006	
		23,420		**58,365**	
Creditors: amounts falling due within one year	**14**	(289)		(4,303)	
Net-current assets			23,131		54,062
Total assets less current liabilities			276,741		246,158
Creditors: amounts falling due after more than one year	**15**		(464)		(538)
			276,277		245,620
Net assets			276,277		245,620
Capital and reserves					
Called up share capital			126,645		115,440
Share premium account			201,716		137,921
Shares pending allotment			-		45,000
Share-based payment reserve			42		42
Accumulated deficit			(52,126)		(52,783)
			276,277		245,620

The financial statements were approved by the board of directors and authorised for issue on 4 September 2026 and are signed on its behalf by:

Mr V Venkataraman
Director

Date: 4th September 2026

The notes on pages 11 to 18 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2026

	Call up shared capital £000	Share Premium Account £000	Shares Pending Allotment £000	Share-based payment reserve £000	Accumulated deficit £000	Total equity £000
At April 1st 2024	115,440	137,921	-	42	(53,000)	200,403
Profit for the year	-	-	-	-	217	217
Share pending allotment	-	-	45,000	-	-	45,000
At April 1st 20245	115,440	137,921	45,000	42	(52,783)	245,620
Profit for the year	-	-	-	-	657	657
Allotment of pending shares	6,496	38,504	(45,000)	-	-	-
Shares issued during the year	4,709	25,291	-	-	-	30,000
At April 1st 2026	126,645	201,716	-	42	(52,126)	276,277

The notes on pages 11 to 18 form part of these financial statements.

1. General information

Optare PLC is a public Company limited by shares, whose shares are traded privately, incorporated in England and Wales. The registered office is Unit B Denby Way, Hellaby, Rotherham, South Yorkshire, England, S66 8HR. The Company's principal activities and nature of its operations are disclosed in the directors' report.

The financial statements are prepared in sterling, which is the functional currency of the Company. All figures presented in these financial statements are stated to the nearest thousand pounds (£000).

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases. The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details in indebtedness relating to amounts payable after 5 years required by company law is presented separately for lease liabilities and other liabilities, and in total
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

This information is included in the consolidated financial statements of Ashok Leyland Limited as at 31 March 2026 and these financial statements may be obtained from No 1, Sardar Patel Road, Guindy, Chennai, 600032, India.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of a state other than the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 401 of the Companies Act 2006.

2.4 Going concern

In considering the going concern aspect of the business, the directors paid due regard to their financial forecasts over the next 12 months, including expected revenue streams and future funding opportunities.

The Company made a profit before tax for the year to 31 March 2026 of £657k (2025: £217k), with net assets of £276,277k (2025: net assets of £245,620k). Over the 12 months following this report, the group is forecasting a loss before tax.

The Company has obtained a legally binding letter of support from its parent company, Ashok Leyland Limited, which is a public limited company incorporated and domiciled in India. This letter confirms that, if necessary, Ashok Leyland Limited will source or provide additional funding if required to allow the company to meet all contractual and legal obligations and covenant requirements if needed, including any intercompany receivable balances due, for the period up to and including 30 September 2027. The directors have assessed the ability and intention of the ultimate parent company to provide funding if required and consider this satisfactory.

Thus, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

2.5 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

2.5 Foreign currency translation (continued)

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Nonmonetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within ‘finance income or costs’. All other foreign exchange gains and losses are presented in profit or loss within ‘administrative expenses’.

2.6 Leases

The Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an expense in profit or loss on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate the commencement date;

The lease liability is included in ‘Creditors’ on the Statement of Financial Position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are included in the ‘Intangible Assets’, ‘Tangible Fixed Assets’ and ‘Investment Property’ lines, as applicable, in the Statement of Financial Position.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in note 2.12.

2.7 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.8 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.10 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.11 Exceptional items

Exceptional items are transactions that fall outside the ordinary activities of the Company and are presented separately due to their size or incidence.

2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Long-term leasehold property - 10% to 25% straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.13 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.14 Receivables

Short-term receivables are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.15 Cash and cash equivalents

Cash is represented by deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.16 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.17 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets and financial liabilities are initially measured at fair value.

2.17 Financial instruments (continued)

Financial assets

All recognised financial assets are subsequently measured in their entirety at either fair value or amortised cost, depending on the classification of the financial assets.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Financial liabilities

At amortised cost

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled or they expire.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date, and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The critical judgements and the key sources of estimation are:

Impairment of investments in subsidiaries

The Company reviews investments in subsidiaries for impairment where indicators exist. The assessment compares the carrying value with the recoverable amount, based on estimates of future performance and cash flows and, where applicable, an appropriate discount rate. Changes in these assumptions could result in a material adjustment to the carrying value of the investments.

4. Auditors' remuneration

During the year, the Company obtained the following services from the Company's auditors and their associates:

	2026 £000	2025 £000
Fees payable to the Company's auditors for the audit of the Company's financial statements	177	337

5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2025 - £NIL).

6. Interest income

	2026 £000	2025 £000
Interest from deposits with bank	677	-

7. Finance costs

	2026 £000	2025 £000
Bank interest expense	-	76
Interest on lease liabilities	9	72
	9	148

8. Taxation

	2026 £000	2025 £000
Current tax		
Total current tax	-	-
Deferred tax		
Total deferred tax	-	-
Tax on profit	-	-

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2025 - lower than) the standard rate of corporation tax in the UK of 25% (2025 - 25%). The differences are explained below:

	2026 £000	2025 £000
Profit on ordinary activities before tax	657	217
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2025 - 25%)	164	54
Effects of:		
Disallowed income	(86)	-
Disallowed expenses	9	-
Group relief	(87)	(54)
Total tax charge for the year	-	-

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

9. Exceptional items

	2026 £000	2025 £000
Plant closure restructuring costs	-	3,938
Reversal of dilapidations	(344)	-

Restructuring costs:

During the prior year, the Company encountered costs in relation to the closure of the Sherburn plant.

Reversal of dilapidations:

During the year, income totalling £344k was recognised in relation to the reversal of a provision against Sherburn dilapidations costs.

10. Tangible fixed assets

	Right-ofuse-asset long-term leasehold property £000
Cost	
At 1 April 2025	1,855
At 31 March 2026	1,855
Depreciation	
At 1 April 2025	1,218
Charge for the year	102
At 31 March 2026	1,320
Net book value	
At 31 March 2026	535
At 31 March 2025	637

11. Fixed asset investments

	Investments in subsidiary companies £000
Cost	
At 1 April 2025	191,459
Additions	61,616
At 31 March 2026	253,075

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Switch Mobility Limited	Unit B Denby Way, Hellaby, Rotherham, South Yorkshire, England, S66 8HR	Ordinary	98.56%
Optare UK Limited	Unit B Denby Way, Hellaby, Rotherham, South Yorkshire, England, S66 8HR	Ordinary	100%

During the year, Optare plc subscribed for 7,826,341 ordinary shares in Switch Mobility Limited for total cash consideration of £54.5 million. A further £7.1 million investment arose from the acquisition of shares in Switch Mobility Limited from an existing shareholder.

12. Receivables

	2026 £000	2025 £000
Due after more than one year		
Other receivables	-	200

	2026 £000	2025 £000
Due within one year		
Amounts owed by group undertakings	9,811	12,624
Other receivables	8	68
Prepayments and accrued income	168	467
	9,987	13,159

13. Cash and cash equivalents

	2026 £000	2025 £000
Cash at bank and in hand	13,433	45,006

14. Creditors: Amounts falling due within one year

	2026 £000	2025 £000
Trade creditors	-	2
Lease liabilities	103	102
Other creditors	45	-
Accruals	141	4,199
	289	4,303

15. Creditors: Amounts falling due after more than one year

	2026 £000	2025 £000
Lease liabilities	464	538

16. Leases

Company as a lessee

The Company leases its office premises under a property lease. The lease gives rise to a right-of-use asset and corresponding lease liability. The lease liability is payable through fixed contractual payments over the remaining lease term.

Right-of-use assets

The net book value of the Right-of-use long-term leasehold at the year-end is £535k (2025: £637k).

Lease liabilities are due as follows:

	2026 £000	2025 £000
Not later than one year	103	102
Between one year and five years	464	539
	567	641

The following amounts in respect of leases, where the Company is a lessee, have been recognised in profit or loss:

	2026 £000	2025 £000
Interest expense on lease liabilities	9	72

17. Share capital

	2026 £000	2025 £000
Allotted, called up and fully paid		
119,875,633,502 (2025 - 108,670,691,000) Ordinary shares of £0.001 each	119,876	108,671
75,214,549 (2025 - 75,214,544) Deferred shares of £0.090 each	6,769	6,769
	126,645	115,440

During the year ended 31 March 2026, the Company issued 11,205,192,269 ordinary shares for £75,000k with the premium of £63,795k credited to the share premium account which were fully paid (2025: Nil ordinary shares were issued).

Inclusive of the 11,205,192,269 ordinary shares issued during the year were 6,496,355,352 ordinary shares issued for consideration of £45,000k. These shares were pending allotment as at 31 March 2025 and were fully allotted on 1 April 2025.

18. Reserves

Share premium account

Amount subscribed for share capital in excess of nominal value.

Shares pending allotment

Amount subscribed for share capital pending allotment at the year end.

Accumulated deficit

All net gains and losses and transactions not recognised elsewhere.

19. Controlling party

The immediate parent company is Ashok Leyland Limited, a company incorporated and registered in the India. The registered office is No 1, Sardar Patel Road, Guindy, Chennai, 600032, India.

The ultimate parent undertaking of the Company is Amas Holding SPF, a company incorporated in Luxembourg. The ultimate beneficiaries of Amas Holding SPF are members of the Hinduja family.

The smallest group to consolidate these financial statements is Ashok Leyland Limited, a company incorporated in India. The registered office is No 1, Sardar Patel Road, Guindy, Chennai, 600032, India.

The largest group to consolidate these financial statements is Machen Holding SA, a company incorporated in Luxembourg. The registered office is 412F Route D'esch, Luxembourg, 1471.

Copies of the consolidated financial statements of Ashok Leyland Limited and Machen Holding SA are available on request from the company's registered offices. Additionally, copies of the consolidated financial statements of Ashok Leyland Limited are available from https://www.ashokleyland.com/in/en/investors/investor-information.

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